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Florida Department of State  
Division of Corporations  
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From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

**sunrise fresh produce, inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
FOR  
SUNRISE FRESH PRODUCE, INC.**

**ARTICLE ONE  
NAME**

The name of this Corporation shall be:

**SUNRISE FRESH PRODUCE, INC.**

**ARTICLE TWO  
NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE THREE  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: December 9, 2004.

**ARTICLE FOUR  
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

**ARTICLE FIVE  
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one (1) Director who is a citizen of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one (1) Director.

This document prepared by:  
Octavio E. Mestre, Esq.  
Florida Bar No.: 868986  
7385 SW. 87 Avenue, Suite 100  
Miami, Florida 33173  
Tel: 305-443-7020 Fax: 305-274-0737

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(h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(i) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

**ARTICLE NINE**  
**PRINCIPAL OFFICES OF CORPORATION**

The principal offices of the corporation shall be at:

1335 NW 21 Terrace  
Bay #4  
Miami, FL 33142.

**ARTICLE TEN**  
**REGISTERED OFFICE AND REGISTERED AGENT**

**NAME**

Octavio E. Mestre, Esq.

**ADDRESS**

7385 SW. 87 Avenue, Suite 100  
Miami, Florida 33173  
Tel: 305-443-7020

I HEREBY AGREE to act as Registered Agent for SUNRISE FRESH PRODUCE, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



Octavio E. Mestre, Esq.  
(Registered Agent)

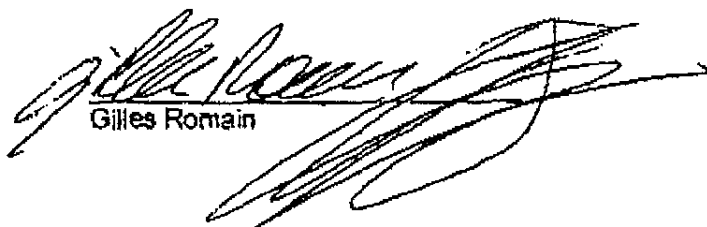
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**SOLE SUBSCRIBER AND INITIAL  
 DIRECTOR**

The undersigned individuals, competent to contract, execute these Articles of Incorporation as subscribers and initial directors. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointment.

Subscriber/Directors: Gilles Romain  
 Street Address: 1335 NW 21 Terrace  
 Miami, FL 33142

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Dated: December 9, 2004

  
 Gilles Romain

STATE OF FLORIDA                     )  
   : ss  
 COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared Gilles Romain, who is the person named in the document requiring notarization and is ~~( )~~ personally known to me or ( ) produced \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 10<sup>th</sup> day of December, 2004

ARTHUR C. WARNER  
 Notary Public, State of Florida  
 My comm. exp. Aug. 19, 2005  
 Comm. No. DD 051194

  
 NOTARY PUBLIC, State of Florida  
 at Large

My Commission Expires:

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